

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

In re:	x
THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO,	:
as representative of	PROMESA
	: Title III
	:
THE COMMONWEALTH OF PUERTO RICO, <i>et al.</i> ,	Case No. 17-BK-3283 (LTS)
	:
Debtors. ¹	(Jointly Administered)
	:
	:
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF THE COMMONWEALTH OF PUERTO RICO,	x
as agent of	:
THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO,	:
as representative of	Adv. Proc. No. 17-257 (LTS)
	:
THE COMMONWEALTH OF PUERTO RICO,	:
Plaintiff,	:
	:
v.	:
BETTINA WHYTE,	:
as agent of	:

¹ The Debtors in these title III cases, along with each Debtor's respective title III case number listed as a bankruptcy case number due to software limitations and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17-BK-3283 (LTS)) (Last Four Digits of Federal Tax ID: 3481), (ii) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17-BK-3566(LTS)) (Last Four Digits of Federal Tax ID: 9686), (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17-BK-3567 (LTS)) (Last Four Digits of Federal Tax ID: 3808), (iv) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17-BK-3284 (LTS)) (Last Four Digits of Federal Tax ID: 8474), and (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747).

THE FINANCIAL OVERSIGHT AND MANAGEMENT :
BOARD FOR PUERTO RICO, :
: as representative of :
THE PUERTO RICO SALES TAX FINANCING :
CORPORATION, :
: Defendant. :
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**DECLARATION OF NICHOLAS A. BASSETT IN SUPPORT OF COMMONWEALTH
AGENT'S OMNIBUS OPPOSITION TO COFINA PARTIES' MOTIONS FOR
SUMMARY JUDGMENT**

I, NICHOLAS A. BASSETT, hereby declare pursuant to 28 U.S.C. § 1746 as follows:

1. I am Of Counsel with the law firm Paul Hastings LLP, co-counsel to the Official Committee of Unsecured Creditors of all title III Debtors (other than COFINA), as the “Commonwealth Agent” with respect to the “Commonwealth-COFINA Dispute,” as defined in the “Commonwealth-COFINA Dispute Stipulation” [17-03283-LTS, Dkt. No. 996], in the above-captioned adversary proceeding.

2. I submit this declaration in support of the Commonwealth Agent’s Omnibus Opposition to COFINA Parties’ Motions for Summary Judgment (the “Opposition”). Capitalized terms not defined herein shall have the meanings ascribed to them in the Opposition.

3. Attached to this declaration as Exhibit 1 is a true and correct copy of the advertisement for the Government Development Bank for Puerto Rico published in *Barron’s Magazine*, dated February 1974.

4. Attached to this declaration as Exhibit 2 is a true and correct copy of the Official Statement for \$345,045,000 MAC Series L Bonds, dated June 20, 1997.

5. [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

6. Attached to this declaration as Exhibit 4 is a true and correct copy of an email sent from Lawrence A. Bauer to Jorge Irizarry Herrans, dated May 9, 2007 (PR-CCD-0068514).

7. [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

8. [REDACTED]

[REDACTED]

[REDACTED]

9. Attached to this declaration as Exhibit 7 is a true and correct copy of the COFINA Bond Official Statement for Series 2009A, dated June 10, 2009.

10. [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

11. [REDACTED]

[REDACTED]

12. Attached to this declaration as Exhibit 10 is a true and correct copy of COFINA Bond Official Statement for Series 2010D, dated June 24, 2010.

13. Attached to this declaration as Exhibit 11 is a true and correct copy of Nixon Peabody LLP's Special Opinion regarding Puerto Rico constitutional matters delivered pursuant to Sections 7(d)(viii) and 7(d)(xi) of each of the Contracts of Purchase, dated December 13, 2011.

14. Attached to this declaration as Exhibit 12 is a true and correct copy of the Puerto Rico Department of Justice Opinion concerning the issuance by Puerto Rico Sales Tax Financing Corporation of its Sales Tax Revenue Bonds, Senior Series 2011C and Sales Tax Revenue Bonds, Senior Series 2011D, dated December 13, 2011.

15. Attached to this declaration as Exhibit 13 is a true and correct copy of Pietrantoni, Mendez & Alvarez LLC's Opinion regarding the Puerto Rico Sales Tax Financing Corporation \$1,006,474,702 Sales Tax Revenue Bonds, Senior Series 2011C and Senior Series 2011D, dated December 13, 2011.

16. Attached to this declaration as Exhibit 14 is a true and correct copy of a presentation by RBC Capital Markets titled "Overview of Proposed COFINA III Credit Program," dated August 26, 2013 (PR-CCD-0195489-504).

17. [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

18. Attached to this declaration as Exhibit 16 is a true and correct copy of the Commonwealth of Puerto Rico Fiscal Year End Report, dated June 30, 2014.

19. [REDACTED]

[REDACTED]

20. [REDACTED]

21. [REDACTED]

22. [REDACTED]

23. [REDACTED]

24. [REDACTED]

25. Attached to this declaration as Exhibit 23 is a true and correct copy of the Preliminary Expert Report of Michael B. Malloy regarding Accounting Treatment for Sales and Use Tax, dated January 26, 2018.

26. Attached to this declaration as Exhibit 24 is a true and correct copy of an excerpt from the February 13, 2018 deposition of expert witness Michael B. Malloy.

27. [REDACTED]

28. Attached to this declaration as Exhibit 26 is a true and correct copy of a certified translation of *Hon. David Noreiga Rodriguez v. Hon. Jose Ronaldo Jarabo*, 136 D.P.R. 497.

I declare under penalty of perjury that the foregoing is true and accurate to the best of my knowledge and belief.

Dated: March 14, 2018
San Juan, Puerto Rico

/s/ Nicholas A. Bassett

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